

# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

RECORDATION NO. 21994-6 FILED

SEP 13 '05

2-46 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2<sup>nd</sup> DAY AIR

September 9, 2005

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated January 6, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 21994.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: AG Processing Inc  
P.O. Box 2047  
12700 West Dodge Road  
Omaha, NE 68103

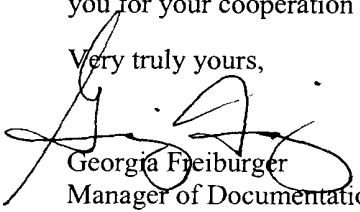
A description of the railroad equipment covered by the enclosed document is thirty-two (32) 4750 cu. ft. covered hopper cars, with FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures

(AGP020)

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6<sup>th</sup> day of January, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Ag Processing Inc ("Lessee").

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 21, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 14 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 2, 2004 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing  
Title: \_\_\_\_\_

By: K. A. Dombrowski  
Name: K. A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION

Executed on this 6<sup>th</sup> day of Jan., 2005

[CORPORATE SEAL]

RECORDATION NO. 219946 FILED

SEP 13 '05

2-46 PM

STATE OF ILLINOIS  
COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

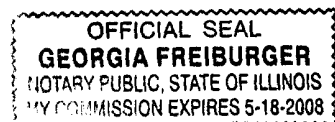
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6<sup>th</sup> day of January, 2005

Georgia Freiburger  
Notary Public

My Commission Expires:

5-2008  
(Notary Public)



*OK*

LESSEE:

AG PROCESSING INC

By: Terry J. Voss

Name: TERRY J. VOSS

Title: SENIOR VICE PRESIDENT

RAIL TRANSPORTATION

ATTEST:

By: Delores Armstrong

Name: Delores H. Armstrong

Title: Rail Equipment Manager Executed on this 14<sup>th</sup> day of December, 2004

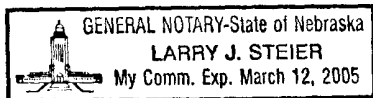
[CORPORATE SEAL]

STATE OF NEBRASKA

COUNTY OF DOUGLAS

I, LARRY J. STEIER, a Notary Public of the County and State aforesaid, certify that Terry J. Voss personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14<sup>th</sup> day of December, 2004.



[Signature]  
Notary Public

Commission Expires:

March 12, 2005  
(Notary Public)

OK  
ada

**EXHIBIT A to  
MEMORANDUM OF LEASE**

NUMBER OF CARS:                      Thirty-two (32)

DESCRIPTION OF CARS:              4750 cu. ft. covered hoppers loading to 263,000 lb. capacity, with trough hatches and vibrator brackets.

CAR NUMBERS:

FURX	822334
FURX	822864
FURX	824219
FURX	824257
FURX	824485
FURX	827938
FURX	828357
FURX	828694
FURX	829807
FURX	829855
FURX	830248
FURX	830435
FURX	832083
FURX	832162
NDYX	475111
NDYX	828212
NDYX	828218
NDYX	828256
NDYX	828968
NDYX	829015
NDYX	830402
NDYX	830557
NDYX	830851
NDYX	831208
NDYX	831222
NDYX	831237
RUSX	483374
RUSX	483427
RUSX	485028
RUSX	486603
RUSX	486630
RUSX	486641